

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

VIA FEDERAL EXPRESS



December 1, 1998

RECORDATION NO. 21823 FILED  
DEC 2 '98 2-21 PM

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated November 13, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: CSX Transportation, Inc.  
500 Water Street  
Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulsky".

Susan Grokulsky  
Manager – Documents Administration

Enclosures

(CSXT010/CSXT012)

ASSIGN: CSXT010/CSXT012

RECORDATION NO. 21823 FILED

DEC 2 '98

2-21 PM

**Memorandum of Lease**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13<sup>th</sup> day of November, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., A Virginia corporation ("Lessee").

**W I T N E S S E T H:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of January 16<sup>th</sup>, 1995, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: 

Name: \_\_\_\_\_

**JACK THOMAS**

President

Title: \_\_\_\_\_

By: 

Name: \_\_\_\_\_

K.A. DOMBROWSKI

Title: MANAGER-DOCUMENTATION Executed on this 13<sup>th</sup> day of Nov., 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Susan Grokulsky, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13<sup>th</sup> day of November, 1998.

Susan Grokulsky  
Notary Public

My Commission Expires:

8/14/2000  
(Notary Public)



LESSEE:

CSXT TRANSPORTATION, INC.

ATTEST:

By: [Signature]

Name: James Tilley

Title: Asst. Treasurer

By: Joyce A. Dolan

Name: JOYCE A. DOLAN

Title: Assistant Secretary

Executed on this 9 day of Nov, 1998.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

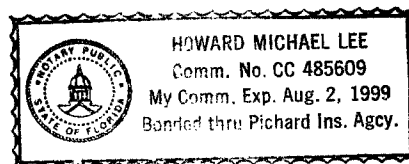
I, Howard Michael Lee, a Notary Public in and for said state and county, certify that James Tilley personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 5<sup>th</sup> day of November, 1998.

Howard Michael Lee  
Notary Public

My Commission Expires:

August 2, 1999  
(Notary Public)



**EXHIBIT A**  
**to**  
**Memorandum of Lease**

NUMBER OF CARS: Eighty-three (83)

DESCRIPTION OF CARS: Plate "F" Box Cars

CAR NUMBERS: See below:

CSXT	151025
CSXT	151031
CSXT	151035
CSXT	151047
CSXT	151049
CSXT	151051
CSXT	151053
CSXT	151059
CSXT	151065
CSXT	151067
CSXT	151078
CSXT	151092
CSXT	151095
CSXT	151101
CSXT	151105
CSXT	151115
CSXT	151118
CSXT	151120
CSXT	151136
CSXT	151137
CSXT	151139
CSXT	151140
CSXT	151142
CSXT	151151
CSXT	151154
CSXT	151160
CSXT	151172
CSXT	151173

NOKL	570251
NOKL	570260
NOKL	570262
NOKL	570263
NOKL	570264
NOKL	570265
NOKL	570268
NOKL	570270
NOKL	570273
NOKL	570274
NOKL	570275
NOKL	570282
NOKL	570283
NOKL	570291
NOKL	570294
NOKL	570295
NOKL	570303
NOKL	570307
NOKL	570308
NOKL	570310
NOKL	570316
NOKL	570321
NOKL	570323
NOKL	570327
NOKL	570332
NOKL	570335
NOKL	570341
NOKL	570345

NOKL	570348
NOKL	570351
NOKL	570352
NOKL	570359
NOKL	570360
NOKL	570364
NOKL	570367
NOKL	570369
NOKL	570370
NOKL	570374
NOKL	570375
NOKL	570377
NOKL	570380
NOKL	570381
NOKL	570383
NOKL	570393
NOKL	570398
NOKL	570399
NOKL	570401
NOKL	570403
NOKL	570405
NOKL	570406
NOKL	570407
NOKL	570409
NOKL	570417
NOKL	570418
NOKL	570419